

Annex A

**EVIDENCE OF TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York

BRENDA BROCK, an individual, and the Estate of Adam Charles Brock, an individual, of 112 East 3rd Street, Carnegie, OK 73015 (collectively, "Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, do hereby certify that they have unconditionally and irrevocably sold, transferred and assigned to AVENUE TC FUND, L.P., its successors and assigns, with offices located at 399 Park Avenue, 6th Floor, New York, NY 10022 ("Buyer"), all right, title and interest in and to the claims of Seller against Motors Liquidation Company (f/k/a General Motors Corporation docketed as Claim No. 11954 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 09-50026 (Jointly Administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing the assignment evidenced by this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

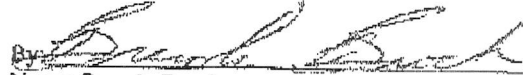
IN WITNESS WHEREOF, Seller and Buyer have executed this Evidence of Transfer of Claim as of the 24<sup>th</sup> day of September, 2010.

**BRENDA BROCK AND THE ESTATE OF  
ADAM CHARLES BROCK**


WITNESS:

  
(Signature)

Name: Luke Alief  
Title: Attorney  
(Print name and title of witness)

By:   
Name: Brenda Brock  
Title: For herself and as Personal Representative of  
the Estate of Adam Charles Brock  
Tel.:

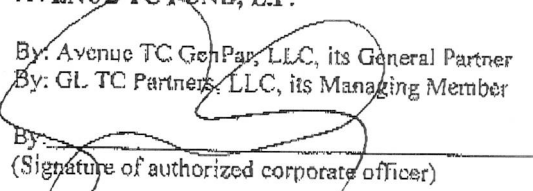
WITNESS:

  
(Signature)

Name: DAVID LEINWAND  
Title: SVP  
(Print name and title of witness)

**AVENUE TC FUND, L.P.**

By: Avenue TC GenPar, LLC, its General Partner  
By: GL TC Partners, LLC, its Managing Member

By:   
(Signature of authorized corporate officer)

Name:  
Title:  
Tel.: